

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

PARK-OHIO HOLDINGS CORP.

(Exact Name of Registrant as Specified in Its Charter)

Ohio
(State or Other Jurisdiction of Incorporation or Organization)

34-1867219
(I.R.S. Employer Identification No.)

23000 Euclid Avenue, Cleveland, Ohio 44117
(Address of Principal Executive Offices Including Zip Code)

Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan
(Full Title of the Plan)

Robert D. Vilsack
Secretary and General Counsel
Park-Ohio Holdings Corp.
23000 Euclid Avenue
Cleveland, Ohio 44117
(Name and Address of Agent For Service)

(216) 692-7200
(Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾⁽²⁾	Proposed Maximum Offering Price Per Share ⁽³⁾	Proposed Maximum Aggregate Offering Price ⁽³⁾	Amount of Registration Fee
Common Stock, \$1.00 par value per share	1,000,000	\$13.55	\$13,550,000	\$1,449.85

- (1) Represents the maximum number of shares of Common Stock of the Registrant, par value \$1.00 per share ("Common Stock"), issuable pursuant to the Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan (the "Plan") being registered hereon.
- (2) Pursuant to Rule 416 of the Securities Act of 1933, this Registration Statement also covers such additional shares of Common Stock as may become issuable pursuant to the adjustments upon changes of capitalization provisions of the Plan.
- (3) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of such securities on the Nasdaq Global Market on September 20, 2006, within five business days prior to filing.

The contents of the registration statements on Forms S-8 (Registration Nos. 333-110536 and 333-58161), as filed with the Securities and Exchange Commission on November 17, 2003 and June 30, 1998, respectively, to register shares of common stock, par value \$1.00 per share (the "Common Stock"), of Park-Ohio Holdings Corp., an Ohio corporation (the "Registrant"), to be issued under the Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan (the "Plan"), are hereby incorporated by reference in this Registration Statement. This Registration Statement on Form S-8 is filed for the purpose of registering an additional 1,000,000 shares of Common Stock under the Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

The legality of the Common Stock being offered by this Registration Statement has been passed upon for the Registrant by Mr. Robert D. Vilsack. Mr. Vilsack is the Secretary and General Counsel of the Registrant. As of August 31, 2006, Mr. Vilsack held 2,669 shares of Common Stock and had been granted options to purchase another 25,000 shares of Common Stock.

Item 8. Exhibits

Exhibit Number	Exhibit Description
4.1	Amended and Restated Articles of Incorporation of Park-Ohio Holdings Corp. (incorporated by reference to Exhibit 3.1 to the Form 10-K of Park-Ohio Holdings Corp. for the year ended December 31, 1998 (File No. 000-03134))
4.2	Code of Regulations of Park-Ohio Holdings Corp. (incorporated by reference to Exhibit 3.2 of the Form 10-K of Park-Ohio Holdings Corp. for the year ended December 31, 1998 (File No. 000-03134))
4.3	Specimen Stock Certificate of Park-Ohio Holdings Corp. (incorporated by reference to Exhibit 4.4 of the Post-Effective Amendment No. 1 to the Registration Statement of Park-Ohio Holdings Corp. on Form S-8 (Registration No. 333-28407) filed on June 16, 1998)
5	Opinion of Counsel
10	Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 of the Form 8-K of Park-Ohio Holdings Corp. filed on June 1, 2006 (File No. 000-03134))
23.1	Consent of Ernst & Young LLP
23.2	Consent of Counsel (included in Exhibit 5 hereto)
24	Power of Attorney

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on this 22nd day of September, 2006.

Park-Ohio Holdings Corp.

By: /s/ Robert D. Vilsack

Robert D. Vilsack

Secretary and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

*

Edward F. Crawford
Chief Executive Officer,
Chairman of the Board and Director
(Principal Executive Officer)

*

Matthew V. Crawford
President and Director

*

Ronna Romney
Director

*

Patrick V. Auletta
Director

*

Richard P. Elliott
Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

*

James W. Wert
Director

*

Kevin R. Greene
Director

*

Dan T. Moore III
Director

• Robert D. Vilsack, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Registration Statement on behalf of the above indicated officers and directors thereof (constituting a majority of the directors) pursuant to a power of attorney filed with the Securities and Exchange Commission.

September 22, 2006

By: /s/ Robert D. Vilsack
Robert D. Vilsack, Secretary
And General Counsel

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September 20, 2006

To: Park-Ohio Holdings Corp.
23000 Euclid Avenue
Cleveland, Ohio 44117

Re: Registration Statement of Form S-8 for the Park-Ohio Holdings
Corp. Amended and Restated 1998 Long-Term Incentive Plan

I have acted as counsel for Park-Ohio Holdings Corp., an Ohio corporation (the "Registrant"), in connection with the filing of the above-referenced Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") to register under the Securities Act of 1933 (the "Act") 1,000,000 additional shares (the "Shares") of the Registrant's common stock, par value \$1.00 per share ("Common Stock"), that may be issued pursuant to the Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan (the "Plan"). In rendering this opinion, I have examined such documents and records, including an examination of originals or copies certified or otherwise identified to my satisfaction, and matters of law as I have deemed necessary for purposes of this opinion. Based upon the foregoing and subject to the qualifications and limitations stated herein, I am of the opinion that the Shares are duly authorized and, when issued and delivered pursuant to the terms of the Plan, will be validly issued, fully paid and nonassessable; provided that the Registrant at such time has sufficient authorized but unissued shares of Common Stock remaining under its Amended and Restated Articles of Incorporation.

My examination of matters of law in connection with the opinions expressed herein has been limited to, and accordingly my opinions herein are limited to, the Ohio General Corporation Law, including the applicable provisions of the Ohio Constitution and the reported judicial decisions interpreting such law. I express no opinion with respect to any other law of the State of Ohio or any other jurisdiction. In addition, I have assumed that the resolutions authorizing the Registrant to issue and sell the Shares pursuant to the Plan will be in full force and effect at all times at which such Shares are issued or sold by the Registrant, and the Registrant will take no action inconsistent with such resolutions.

I hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement. In giving such consent, I do not thereby admit that I am included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Robert D. Vilsack

Robert D. Vilsack
Secretary and General Counsel

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan of our reports dated March 13, 2006, with respect to the consolidated financial statements of Park-Ohio Holdings Corp., management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting of Park-Ohio Holdings Corp., included in its Annual Report (Form 10-K) for the year ended December 31, 2005, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Cleveland, Ohio
September 22, 2006

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of Park-Ohio Holdings Corp., an Ohio corporation (the "Company"), hereby constitutes and appoints Robert D. Vilsack and Richard P. Elliott, and each of them, his true and lawful attorney or attorneys-in-fact, with full power of substitution and resubstitution, for each of the undersigned and in the name, place and stead of each of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act of 1933 a registration statement or registration statements on Form S-8 relating to the registration of an additional 1,000,000 shares of the Company's common stock issuable under the Park-Ohio Holdings Corp. Amended and Restated 1998 Long-Term Incentive Plan, with any and all amendments, supplements and exhibits thereto, including pre-effective and post-effective amendments or supplements, and other documents in connection therewith, with the Securities and Exchange Commission or any state regulatory authority, granting unto said attorney or attorneys-in-fact, and each of them, full power and authority to do any and all acts and things whatsoever required, necessary, appropriate or desirable to be done in the premises, hereby ratifying and approving the acts of said attorneys and any of them and any such substitute.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original with respect to the person executing it.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the 20th day of September 2006.

/s/ Edward F. Crawford

Edward F. Crawford
Chief Executive Officer,
Chairman of the Board and Director
(Principal Executive Officer)

/s/ Richard P. Elliott

Richard P. Elliott
Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

/s/ Matthew V. Crawford

Matthew V. Crawford
President and Director

/s/ James W. Wert

James W. Wert
Director

/s/ Ronna Romney

Ronna Romney
Director

/s/ Kevin R. Greene

Kevin R. Greene
Director

/s/ Dan T. Moore III

Dan T. Moore III
Director

/s/ Patrick V. Auletta

Patrick V. Auletta
Director

